

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

**Dietrich River Revetment
PLMP 196**

This is an Amendment to Exhibit D, Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE, ADL 63574, hereinafter referred to as AMENDMENT.

The RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, was recorded in the Fairbanks Recording District in Book 149, Pages 0799 through 0905 on July 16, 1979. The RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, which became effective May 2, 2004, was recorded as Document No. 2002-025712-0, Pages 001 through 030 on December 6, 2002 in the Fairbanks Recording District.

This AMENDMENT is made and entered into and becomes effective this 8th day of August, 2005 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 by the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for the Trans-Alaska Pipeline System owner companies located at P.O. Box 196660, MS 569, Anchorage, Alaska 99519-6660 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease, ADL 63574, to include additional State of Alaska land for a temporary construction zone to accommodate the construction and maintenance of a revetment structure on the Dietrich River near PLMP 196. This will enhance the integrity of the Trans-Alaska Pipeline System by stabilizing the east bank and preventing further erosion.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574, to include the lands within the Fairbanks Recording District described as:

Township 34 North, Range 10 West, Fairbanks Meridian, Alaska.

Section 15, NE1/4SW1/4, those lands below the ordinary high water mark on the east bank of the Dietrich River as depicted on the attached aerial photo submitted after the application labeled "PLMP196.1 DIETRICH R. PROPOSED RIPRAP REVETMENT, PLATE 1 – R2 AT: NE1/4, SW1/4 SEC. 15, T34N R10W, FAIRBANKS MERIDIAN, ALASKA".

Containing 3.70 acres, more or less.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, effective May 2, 2004.

The lands needed to accommodate this revetment structure after construction will be less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the revetment to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D, Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE, ADL 63574, will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

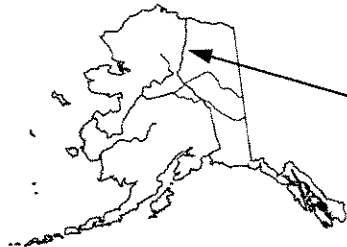
LESSEE



Thomas E. Irwin
Commissioner
Department of Natural Resources



Peter C. Nagel / Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies



PROJECT
LOCATION

N 67° 46' 22"
W 149° 47' 14"

BURIED MAINLINE
RIVER FLOODPLAIN CONSTRUCTION
NO WORK PAD

DIETRICH RIVER

DALTON HWY
APPROX MP 216.2

BLOCK POINT

105-APL-3

APPROX EXIST
ROW

SPUR DIKE 2
STA 10348+87

PROPOSED RIPRAP
BANK REVETMENT
STA 10350+30±
TO 10356+20±

TRANSITION

ADDITIONAL ROW TO BE
DEFINED WITHIN AREA
BOUNDED BY:
PL STA 10349+81 / 10355+73
0 FT EAST/ 300 FT WEST
APPROX 3.7 ACRES SHOWN

SPUR DIKE 1
STA 10356+72

ABOVEGROUND MAINLINE
W/ WORK PAD

ADJACENT PROPERTY OWNERS:
UNITED STATES OF AMERICA
STATE OF ALASKA (CLAIMED BELOW OHW)

REFERENCE: AL-00-G100 SHEET 36
AERIAL PHOTO FROM 2001 UPDATE SERIES



PLMP 196.1 DIETRICH R.
PROPOSED RIPRAP REVETMENT
PLATE 1 - R2

AT: NE¼, SW¼ SEC. 15, T34N, R10W
FAIRBANKS MERIDIAN, ALASKA